IN THE UNITED STATES BANKRUPTCY COURT FOR THE SOUTHERN DISTRICT OF TEXAS HOUSTON DIVISION

§	Case No. 09-34031-H4-11
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§	(Chapter 11)
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TRUSTEE'S EMERGENCY MOTION TO APPROVE (I) SALE PROCEDURE AND FORM OF NOTICE; AND (II) CERTAIN BID PROTECTIONS

THIS MOTION SEEKS AN ORDER THAT MAY ADVERSELY AFFECT YOU. IF YOU OPPOSE THE MOTION, YOU SHOULD IMMEDIATELY CONTACT THE MOVING PARTY TO RESOLVE THE DISPUTE. IF YOU AND THE MOVING PARTY CANNOT AGREE, YOU MUST FILE A RESPONSE AND SEND A COPY TO THE MOVING PARTY. YOU MUST FILE AND SERVE YOUR RESPONSE WITHIN TWENTY-ONE (21) DAYS OF THE DATE THIS WAS SERVED ON YOU. YOUR RESPONSE MUST STATE WHY THE MOTION SHOULD NOT BE GRANTED. IF YOU DO NOT FILE A TIMELY RESPONSE, THE RELIEF MAY BE GRANTED WITHOUT FURTHER NOTICE TO YOU. IF YOU OPPOSE THE MOTION AND HAVE NOT REACHED AN AGREEMENT, YOU MUST ATTEND THE HEARING. UNLESS THE PARTIES AGREE OTHERWISE, THE COURT MAY CONSIDER EVIDENCE AT THE HEARING AND MAY DECIDE THE MOTION AT THE HEARING.

REPRESENTED PARTIES SHOULD ACT THROUGH THEIR ATTORNEY.

MOVANT HAS REQUESTED EXPEDITED CONSIDERATION OF THIS MOTION.

To the Honorable Jeff Bohm, United States Bankruptcy Judge:

Janet Northrup, the Chapter 11 Trustee ("<u>Trustee</u>") of the bankruptcy estate of Goodcrane Corporation, a Texas corporation (the "<u>Debtor</u>"), files this Motion to Approve (i) Sale Procedure and Form of Notice; and (ii) Certain Bid Protections.

Nature of the Motion

1. The Trustee has entered into a written agreement to sell certain assets and operations of the bankruptcy estate of the Debtor to Texas ReExcavation, LC, a Texas limited

liability company. or to the other parties to which Texas ReExcavation. LC has assigned its rights under the Asset Purchase Agreement (as defined herein) (together with Texas ReExcavation. LC. such parties are referred to herein as "T-Rex"). free and clear of all liens. claims. interests and encumbrances under 11 U.S.C. § 363(f) for a total payment of \$6,100,000.00. which will be paid either by (i) cash payment, or (ii) cash payment in an amount equal to \$6,100,000.00 less the outstanding balance of all amounts due under a working capital loan not to exceed \$250,000.00 to be approved by this Court. The specific terms of the sale are set forth in greater detail below. The agreement between the Trustee and T-Rex is subject to higher and better offers. In order to induce T-Rex to serve as the "stalking horse" bidder in the sale process, the Trustee has agreed to, and seeks approval of a sale procedure and form of notice and certain bid protections as set forth below.

Background

- 2. On June 5. 2009, the Debtor filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"). On June 30, 2009, the Court ordered the appointment of a chapter 11 trustee (docket no. 31). On July 2, 2009, the Court entered an order appointing the Trustee (docket no. 36).
- 3. The Debtor is in the business of designing and manufacturing cranes and deck equipment for marine offshore applications. The Debtor's operations have continued under the direction of the Trustee and the Court-appointed Chief Restructuring Officer.
- 4. Since her appointment, the Trustee, with the help of the Chief Restructuring Officer, has explored various available options for selling the Debtor's assets. Significant discussions occurred with several interested purchasers. These efforts resulted in Court approval of (i) bid procedures providing for notice and an auction [Docket No. 319] and (ii) a sale of

substantially all the assets of the Debtor to Offshore Energy Holding. L.L.C. ("Offshore") [Docket No. 363]. Offshore failed and refused to close on the purchase of assets. After Offshore failed to close, the Trustee and the Chief Restructuring Officer also spent time negotiating with and providing information to other potential buyers, in an effort to mitigate the substantial damages caused to the estate by Offshore's breach of contract. After negotiation with several parties, the Trustee entered into an "Asset Purchase Agreement" with T-Rex. The Asset Purchase Agreement is attached as **Exhibit 1**. The Asset Purchase Agreement is subject to higher and better offers. Under the Asset Purchase Agreement, the Trustee has agreed to seek approval, on an expedited basis, of substantially the same sale procedure and form of notice as were previously approved by the Court in connection with the sale to Offshore [Docket No. 319], and certain bid protections for T-Rex. all as more fully set forth below.

5. Contemporaneous with this motion, the Trustee is filing a motion to sell certain assets and operations of the Debtor under § 363(f) of the Bankruptcy Code pursuant to the terms set forth in the Asset Purchase Agreement (the "Sale Motion").

The Sale Procedure and Form of Notice

6. The Trustee seeks approval of the following sale procedure and form of notice, to be used in the event Offshore continues to refuse to close the sale previously approved by the Court [Docket No. 363] at or before the Auction:

Notice of Sale Hearing. On the first business day following the entry of an order approving this motion, the Trustee will serve by first class mail a notice containing the date of the final sale hearing to: (i) all potential purchasers previously identified or solicited by the Trustee during this bankruptcy case; (ii) all other potentially interested parties identified by the Trustee (with input from the Official Committee of Unsecured Creditors (the "Committee")) in her business judgment as a potential purchaser (collectively, with the parties identified in (i) above, the "Potential Purchasers"); (iii) the Office of the United States Trustee; (iv) counsel for T-Rex; (v) counsel for the Committee, (vi) all parties who are known to possess or assert a lien, claim, encumbrance or interest in or upon any of the Purchased Assets (as defined in the Asset Purchase

Agreement): (vii) all applicable United States, state and local regulatory or taxing authorities, recording offices or any governmental entity which have a reasonably known interest in the relief requested in the Sale Motion; and (viii) all parties on the most current master service list filed in this case.

Qualified Bidders. Only Qualified Bidders may participate in the bidding process. To become a Qualified Bidder, a potential bidder must on or before 5:00 p.m. Central Time on August 31, 2010 (i) execute and deliver to the Trustee a confidentiality agreement prepared by the Trustee and approved by T-Rex. (ii) deposit with the Trustee the sum of \$200,000.00 (each, the "Alternative Buyer's Deposit") which deposit shall be nonrefundable unless such Qualified Bidder is not the highest and best offer as determined by the Court; (iii) submit to the Trustee an unqualified and binding cash bid of at least \$6,300,000.00 along with an executed written agreement substantially in the form of the Asset Purchase Agreement as determined by the Trustee ("Qualified Bids"); provided however, Offshore shall not be required to re-execute and deliver an Asset Purchase Agreement because it has previously executed and delivered an Asset Purchase Agreement approved by the Court [Docket No. 363] and further provided that the Trustee may consummate the sale to Offshore before the Auction; and (iv) provide financial and other information to the Trustee and the Committee that allow the Trustee and the Committee to make a reasonable determination as to such bidder's ability to consummate a sale as contemplated herein. T-Rex is and shall be deemed to be a Qualified Bidder and a party in interest for all purposes. If no other Qualified Bidders are identified, the Asset Purchase Agreement between the Trustee and T-Rex shall be deemed the Highest and Best Bid (as defined below). No letter of intent or other written proposal submitted to the Trustee prior to the filing of this motion by any party other than T-Rex shall constitute or be considered a Qualified Bid for purposes of these sale procedures. The Trustee, in consultation with the Committee, shall be responsible for conducting the bid and sale process.

Notice of Qualified Bidders. On or before 5:00 p.m. Central Time on September 1, 2010, the Trustee shall file a notice with the Court identifying all Qualified Bidders and attaching copies of all bids that were timely received. All information received by the Trustee shall be shared with counsel for the Committee and counsel for T-Rex. The Trustee shall serve a copy of the notice and the corresponding bids on all Qualified Bidders by (a) facsimile or electronic mail or (b) overnight delivery.

<u>Auction</u>. If one or more timely Qualified Bids are received, an auction for the Purchased Assets will be conducted on September 2, 2010, commencing at 10:00 a.m. Central Time at the offices of Wayne Kitchens, Hughes, Watters & Askanase, L.L.P., 333 Clay, 29th Floor, Houston, Texas 77002. Only Qualified Bidders may participate in the auction. All Qualified Bidders, or their authorized representatives, must be physically present or present via teleconference at the auction. At the commencement of the auction, the Trustee shall announce the bidding order, which shall be based on: (i) the amount of the Qualified Bidder's

bid (from low to high); and (ii) if Qualified Bids are identical, the time the Qualified Bids were delivered to the Trustee (the first such received identical bid going first in the auction); *provided. however*, that T-Rex shall bid last in any bidding round in which it participates. Minimum overbid increments at the auction shall be in the amount of not less than \$100,000.00.

Selection of the Highest and Best Bid. At the conclusion of the auction, the Trustee will announce the highest and best Qualified Bid (the "Highest and Best Bid") and the next highest and best Qualified Bid (the "Back-Up Bid"). The Trustee will seek approval of the Highest and Best Bid at the final sale hearing. If for any reason, the Qualified Bidder submitting the Highest and Best Bid fails to timely consummate the purchase of the Purchased Assets, the Trustee may seek to consummate a sale based on the Back-Up Bid without further approval by the Court. The Back-Up Bid and the obligation of the party submitting such bid to consummate the purchase of the Purchased Assets shall remain open and in full force until the close of a sale of the Purchased Assets to the party making the Highest and Best Bid or the party making the Back-Up Bid.

Return of Deposits. Within two business days after the conclusion of the auction described above, the Trustee shall return by check the full amount of the Alternative Buyer's Deposit submitted by each party that is not selected as submitting the Highest and Best Bid or the Back-Up Bid. If the sale of the Purchased Assets is consummated with the party submitting the Highest and Best Bid, the Alternative Buyer's Deposit of the party that is declared the Back-Up Bid shall be returned by check transfer within two business days after the closing of the sale to the party submitting the Highest and Best Bid.

7. The foregoing sale procedure is substantially identical to the sale procedure previously approved by the Court [Docket No. 319], except that the time period between notice and the deadline for Qualified Bids is slightly shortened. The Trustee submits such shortened time period is appropriate under the circumstances as the procedure has been followed previously and no Qualified Bids (other than Offshore's initial offer) were received and an auction was not required. This procedure provides an appropriate framework to ensure that the Trustee's goal of obtaining the maximum value for the Purchased Assets is realized, while taking into account the urgent need of the estate to close a sale and stop the ongoing administrative expenses of the Chief Restructuring Officer and operating expenses. Moreover, T-Rex has demanded certain deadlines in the Asset Purchase Agreement, including that an Order approving

this Motion be entered no later than August 18. 2010, and that closing of the sale occur no later than October 1, 2010. The proposed process is transparent and represents a fair balance of the competing issues present in this case.

Requested Break-Up Fee

- 8. In connection with the Asset Purchase Agreement, the Trustee seeks approval of a \$180,000.00 break-up fee (the "Break-Up Fee"). Specifically, if (a) the Trustee enters into any agreements or arrangements in connection with any asset sale, stock sale, merger, debt for equity swap, joint venture, financing, reorganization, recapitalization or transfer (including the filing of a plan of reorganization with the Court that provides for a sale to any specifically identified Person) of any convertible debt, convertible equity or warrants the effect of which, individually or in the aggregate, is the direct or indirect transfer of a material portion of the Purchased Assets or the direct or indirect transfer of the ability to effectuate a change of control of the ownership of all or substantial portion of the Purchased Assets, or any similar transaction that does not involve, or delays or deters, a sale of the Purchased Assets to T-Rex (each, an "Alternative Transaction") or consummates before the Auction the sale from the Trustee to Offshore previously approved by the Court [Docket No. 363], (b) T-Rex is not otherwise in default or breach under the Asset Purchase Agreement, and (c) either (i) T-Rex terminates the Asset Purchase Agreement pursuant to Section 10.1(b)(ii), (iv), or (ix) thereof or (ii) the Trustee terminates the Asset Purchase Agreement pursuant to Section 10.1(c)(ii) or (iv) thereof, then the Trustee shall pay to T-Rex the Break-Up Fee. The Break-Up Fee shall be payable solely from the proceeds of the Alternative Transaction or consummation of the sale from the Trustee to Offshore previously approved by the Court [Docket No. 363].
- 9. The Break-Up Fee is slightly less than 3% of the purchase price of \$6,100,000.00 offered by T-Rex. The Court previously approved an almost identical percentage for a break-up

fee of \$300.000.00 in connection with a purchase price of \$9.100.000.00 offered by Offshore [Docket No. 319], which sale was approved but did not close. The Trustee believes that the Break-Up Fee is appropriate under the circumstances as a cost of ensuring that the Debtor's bankruptcy estate maximizes value for the Purchased Assets, while also providing the Trustee with the opportunity to continue her marketing efforts. The Trustee believes that the amount of the Break-Up Fee is imminently reasonable for a transaction of the type and size contemplated, and is in line with the break-up fee previously approved by the Court [Docket No. 319].

- 10. The determination of whether a break-up fee should be allowed is based on whether the fees and expenses are necessary to preserve the value of the estate. *In re O'Brien Environmental Energy, Inc.*, 181 F.3d 527, 534 (3d Cir. 1999). Courts have evaluated break-up fee arrangements under the business judgment rule standard. *Cottle v. Storer Communications, Inc.*, 849 F.2d 570 (11th Cir. 1988); *CRTF Corp. v. Federated Dep't Stores*, 683 F.Supp. 422 (S.D.N.Y. 1988); *In re Integrated Res., Inc.*, 147 B.R. 650, 657 (S.D.N.Y. 1992). *appeal dismissed by* 3 F.3d 49 (2d Cir. 1993); *see also In re Twenver, Inc.*, 149 B.R. 954 (Bankr. D. Colo. 1992). The considerations that underlie a debtor's business judgment to pay a break-up fee are relevant to the Court's determination of the request. *Id*.
- 11. It is well-established that "[a] bankruptcy court should uphold a break-up fee which was not tainted by self-dealing and was the product of arm's-length negotiations." *In re Integrated Res., Inc.*, 147 B.R. at 658. In the instant case, the proposed break-up fee and bid protections have been the product of good faith, arm's-length negotiations between the Trustee and T-Rex. The proposed fee is within the spectrum of break-up fees approved by bankruptcy courts in chapter 11 cases throughout the country. *See e.g., In re VarTec Telecom, Inc.*, Case No. 04-81694 (SAF) (Bankr. N.D. Tex., November 23, 2004 and April 15, 2005) (court approved a

break-up fee of approximately 3% with respect to two sales of assets): *In re Enron Corp.*. Case No. 01-16034 (AJG) (Bankr. S.D.N.Y., April 8, 2004) (court approved break-up fee equal to 5% of the purchase price); *In re TransCom USA Management Co., L.P.*. Case No. 01-35158 (KKB) (Bankr. S.D. Tex., February 12, 2002) (court approved a break-up fee of more than 3.6% of the purchase price for the assets); *In re Ameriserve*, Case No. 00-0358 (PJW) (Bankr. D. Del., September 27, 2000) (court approved a break-up fee of 3.64% or \$4,000,000 in connection with \$110,000,000 sale); *In re Montgomery Ward Holding Corp.*, *et al.*, Case No. 97-1409 (PJW) (Bankr. D. Del., June 15, 1998) (court approved break up fee of 2.7%, or \$3,000,000, in connection with \$110,000,000 sale of real estate assets); *see also Integrated Res.*, 147 B.R. at 648; *In re Crowthers McCall Pattern, Inc.*, 113 B.R. 877, 879 (Bankr. S.D.N.Y. 1990); *In re 995 Fifth Ave. Assocs.*, *L.P.*, 96 B.R. 24, 28 (Bankr. S.D.N.Y. 1989); *In re Twenever*, 149 B.R. at 957 (holding a topping fee of 1% to 2% is generally found to be reasonable in a majority of cases approving such fees).

Request For Expedited Consideration

12. For the reasons set forth in paragraphs 7 and 9 above, the Trustee requests that the Court give expedited consideration to this Motion so the deadlines set by T-Rex can be met and the ongoing administrative expenses of continuing the Debtor's operations can cease upon conclusion of the sale.

Accordingly, the Trustee requests that the Court (i) approve the motion as set forth above; and (ii) grant the Trustee other just relief.

Dated: August 16, 2010.

Respectfully submitted,

HUGHESWATTERSASKANASE, LLP

Wayne Kitchens

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COUNSEL FOR TRUSTEE

CERTIFICATE OF SERVICE

This is to certify that a true and correct copy of the foregoing was served on the registered ECF filers listed on the attached service list on August 16, 2010. The other persons listed on the attached service list will be served after the court sets a hearing date for the Sale Motion filed contemporaneously with this Bid Procedures Motion, and a supplemental Certificate of Service will be filed.

onda Chauller

Section 8.11 Service List for Sale Motion and Bid Procedures Motion Case No. 09-34031

Debtor:

GoodCrane Corporation 12221 Almeda Rd. Houston, TX 77045

Garnishee

Otto Candies, LLC c/o Alfred J. Rufty III Harris & Rufty, L.L.C. 650 Poydras Street, Suite 2710 New Orleans, LA 70130

A & A Graphic Supply Co. 11116 W. Little York Bldg. 2 Houston, TX 77041

A.R. North America, Inc. 140 81st Ave. NE Fridley, MN 55432

AABC Communications 1959 Norfolk Houston, TX 77098

ABC&P, LLC c/o its registered agent Patrick Almeda 2712 Green Mountain Drive Pearland, TX 77584-3436

Abrasive Products Equipment 201 Geargia Ave Deer Park, TX 77536

Abrasive Products Equipment 201 Georgia Ave. Deer Park, TX 77536

US Trustee:

U.S. Trustee's Office 515 Rusk Street, Suite 3516 Houston, Texas 77002

Trustee:

Janet S Casciato-Northrup Hughes Watters and Askanase 333 Clay, 29th Floor Houston, TX 77002

ABS America Attn: Legal Department 16855 Northchase Dr. Houston, TX 77060

ABS Americas 16855 Northchase Drive Houston, TX 77216

ACW Services 1347 Del Norte Houston, TX 77018

Adams and Reese LLP c/o Micheal N. Mire 1221 McKinney, Suite 4400 Houston, TX 77010

Adobe Equipment 7607 Wallisville Houston, TX 77020

Adobe Equipment 7607 Wallisville Houston, TX 77020

Case No. 09-34031 - [Debtor]

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ADT Security Services Inc. 14200 E. Exposition Avenue Aurora, CO 80012

Allan Bandayrel 4102 Bluewater Drive Missouri City, TX 77459

Aetna US Healthcare 151 Farmington Ave. Harford, CT 06156 Allied Waste Services #853 13630 Fondren Houston, TX 77085

AIP 7100 N. Loop east, Suite A Houston, TX 77028 Allied Waster Services #853 P.O. Box 78829 Phoenix, AZ 85062

Airgas 1641 Federal Rd. Houston, TX 77015 Alpha Card P.O. Box 231179 Portland, OR 97281

Alaska Cascade Financial Services, Inc. Po Box 4162 Federal Way, WA 98063 Amanda GB Corporation c/o its registered agent Patrick Almeda 2712 Green Mountain Drive Pearland, TX 77584-3436

Alberto M. Alcocer 6142 Glenhurst Dr. Houston, TX 77033 American Alloy Sourcing Specialists, L.P. Attn: Al Acock, Jr. P.O. Box 40469 Houston, TX 77240

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Case No. 09-34031 - [Debtor]

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Andrew Cadelina 15226 Beechnut St Houston, TX 77083

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Apache Oil Company 5136 Spencer Hwy Pasadena, TX 77505

American International Group Christopher Jameson 3890 W. Northwest Hwy, Suite 550 Dallas, TX 75220 Applied Industrial Technoligies – TX LP Beth Arval One Applied Plaza Clevland, Ohio 44115-5056

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American Steel Building Co., Inc. c/o its Registered Agent, Wilfredo R. Arriondo P.O. Box 451167 Houston, TX 77245 AR North America Inc. c/o David L. Mitchell, Esq. Robins, Kaplan, Miller & Ciresi LLP 2800 LaSalle Park 800 LaSalle Avenue Minneapolis, Minnesota 55402-2015

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American Welding Society 2671 W. 81st St. Hialiah, FL 33016

Asencion Zarazua 10601 Sabo Rd Apt 171 Houston, TX 77089

Anderson Radiator Repair 158 E. Anderson Rd., Houston, TX 77047

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3

Case No. 09-34031 - [Debtor]

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Greg Moore

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Blue Cross Blue Shield of Texas 901 S. Central Expressway Richardson, TX 75080

Centerpoint Energy P.O. Box 4981 Houston, TX 77210

Bolts 'n Nuts Plus 2011 Matilda Houston, TX 77039 Ceridian P.O. Box 10989 Newark, NJ 07193

4

Case No. 09-34031 - [Debtor]

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Cielito Almeda 2709 Green Mountain Drive Pearland, TX 77584 Comcast Cable 8590 W. Tidwell, 4th Floor Houston, TX 77040

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Case No. 09-34031 - [Debtor]

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Case No. 09-34031 - [Debtor]

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Daniel Zambrano 14100 Del Papa #109 Houston, TX 77047

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Diligent Delivery Systems 333 N. Sam Houston Pkwy E Houston, TX 77060

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Case No. 09-34031 - [Debtor]

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Edward G. Davis 2812 Tranquility Trail Houston, TX 77584 Elliott Electric Supply Attn: Robert Flores P.O. Box 630610 Nacogdoches, TX 75963-0610

8

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Case No. 09-34031 - [Debtor]

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Equipment Depot 700 West Cavalcade Houston, TX 77009 Francisco Leal 11710 Briar Forest, Apt. 505 Houston, TX 77077

Ervery O. Perez 3422 McKinney #63 Baytown, TX 77521 Francisco Viramontes 6521 Mraglen Apt 221 Houston, TX 77023

Expeditors, Int. – IAH 18255 Humble Parkway Humble, TX 77338

Frederico De La Cuest 3903 Erby St. Houston, TX 77087

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GHX Industrial, LLC Attn: Dan Maddox 3440 S. Sam Houston Parkway East Suite 300 Houston, TX 77047

Global Industrial.com P.O. Box 100090

Global Shop Solution P.O. Box 60396 Houston, TX 77205

Buford, GA

Glory-Le Trucking 5052 Gallagher Drive Houston, TX 77045

Gorman Uniform 9021 Katy Freeway Houston, TX 77024

Grainger 1222 S. Loop West Houston, TX 77054

Great Choice Freight Solutions, LLC P.O. Box 411213 Kansas City, MO 94141

Great Western Supply 14121 Gulf Frwy. Houston, TX 77034 Groves Industrial Supply 7301 Pinemont Houston, TX 77040

Guadalupe Coronado Ramirez 14025 Forest Acres Dr Houston, TX 77050

Gulf Coast Adhesives 1300 Hugh Rd., Suite 102 Houston, TX 77267

Gustavo Martinez 9804 Margie Court Spring, TX 77375

H. Malcolm Lovett, Plan Agent c/o Joshua W. Wolfshohl Porter & Hedges, L.L.P. 1000 Main Street, 36th Florr Houston, TX

H. W. Security Co. Leonard Dentess PO Box 450904 Houston, TX 77245

H.W. Security Co. Plant 1 PO Box 450904 Houston, TX 77245

Harris County, et al Linebarger Groggan Blair & Sampson LLP c/o Tara L. Grundemeier PO Box 3604 Houston, TX 77253-3064

Case No. 09-34031 - [Debtor]

Harris Machine Tools 14309 Sommermeyer Houston, TX 77041 Houston Circuit Breaker 8920 Lawndale , Suite A Houston, TX 77012

Hellman 15920 International Plaza Dr. Houston, TX 77032 Houston Circuit Breaker 8920 Lawndale, Ste. A Houston, TX 77012

Hilda L. Solis, US Labor Secretary c/o Lantis Roberts, Investigator USDOL-EBSA 525 S. Griifin Str. Rm 900 Dallas, TX 75202

Hydra-Power Systems P.O. Box 5087 Portland, OR 97208

Houston Blow Pipe P.O. Box 1692 Houston, TX 77251 Hydraquip Distribution 4723 Pinem0nt Houston, TX 77092

Houston Center Valve & Fitting 2301 Portsmouth Houston, TX 77098

Hytorc Division of Unex Corporation 333 Route 17 North Mahwah, NJ 07430

Houston Center Valve & Fitting 2301 Portsmouth Houston, TX 77098

Ideal Steel 90693 Link Rd. Eugene, OR 97402

Houston Chronicle c/o Alan Lewis Hearst Corporation 40th Florr New York, NY 10019

Ideal Steel 90693 Link Road Eugene, OR 97402

Houston Chronicle P.O. Box 80085 Prescott, AZ 86304 Industrial Air Tool 1305 W. Jackson Pasadena, TX 77506

Case No. 09-34031 - [Debtor]

Inocencio Martinez 2713 Monticello Dr Houston, TX 77045-3711 ISC Sales, Inc. 4421 Tradition Trail Plano, TX 75093

Inspection Technologies, Inc. 5414 S. Proctor Tacoma, WA 98409

Ismael Auguston 4735 E. Ridgecreek Houston, TX 77053

Instant Office Supplies, Co. 22136 Westheimer Parkway #615 Katy, TX 77450

IT Source 1010 S. 336th St. Federal Way, WA 98003

Int'l Workboat Show New Orleans P.O. Box 3126 Boston, MA 02241 J P Steel 6811 FM 362 Road Brookshire, TX 77

Internal Revenue Service 1919 Smith St. Houston, TX 77002 James Gouldie 6985 SE Cleveland Ave. Port Orchard, WA 98366

International Paint 6001 Antoine Dr. Houston, TX 77091

Janice Wigfall 15810 Booneridge Houston, TX 77083

IRS PO Box 21126 Philadelphia, PA 19114 Jason Mica 2215 Wildwood Park Rd, Apt # 412 Richmond, TX 77469-5200

ISC Sales Inc. 4421 Tradition Trail Plano, TX 75093-5633

Javier Arroyo 7603 Ave. K Houston, TX 77011

Case No. 09-34031 - [Debtor]

Jeremy L.Armour 3243 Battleridge Ln. Sugarland, TX 77479 Johnson GT 11414 Gulf Freeway Houston, TX 77034

Jerome Sophus 2722 Almeda Plaza Houston, TX 77045 Jonathon Wood 2614 Crystal Falls Drive Pearland, TX 77584

Jesus A. Guajardo 4335 Trafalgar Dr Houston, TX 77045-6242 Jorge L. Colindres 8801 Glencrest, #6288 Houston, TX 77062

Joaquin G. Cortez 4701 Glennwood, Lot# 50 Deer Park, TX 77536 Jorge Mirazo 1103 Hampton Villa Houston, TX 77047

John F. Dollins 3106 Winchester Way Sugar Land, TX 77479 Jorge Rivera 5117 Liberty Rd Houston, TX 77026

John W. Nelson 27 Pine Street New Canaan, CT 06840 Jorge Rivera 5117 Liberty Rd Houston, TX 77026

Johnny Randall 3715 Alberta Houston, TX 77021 Jorge Silva 623 Roper Houston, TX 77034

Johnny W. Fortenberry 15106 Silverman Webster, TX 77598 Jose Aguilar 83334 Holiday Houston, TX 77075

Case No. 09-34031 - [Debtor]

Jose M. Lopez 307 E Francis AV Baytown, Tx 77520 Juan Gonzalez 9021 Katy Freeway Houston, TX 77024

Jose Pozos 11800 City Park Central Lane, # 335 Houston, TX 77047 Juan Vasquez 711 Central Avenue Pasadena, TX 77502

Jose Rodriguez 12062 Beechnut Houston, TX 77072 Julio C. Loyde, Jr. 14 St., #1330 Glena Park, TX 77547

Joshua Wittaker 927 Tipsoo Loop N Ranier, WA 98576 Katie A. Mirazo 1103 Hampton Villa Houston, TX 77047

Joy R. Rankins 5959 Bonhomme #318 Houston, TX 77036 Kelley Pipe 1711 Skinner Rd. Houston, TX 77093

JT Repair INC. PO Box 991 Pearland, TX 77588 Kennedy Marr 56-60 St. John Street London EC1M 4HG

JT Repair Inc. P.O. Box 991 Pearland, TX 77588 Kennedy Marr Mark Pascha 55-60 St. John Street London EC1M 4HG

Juan C. Rodriguez 9925 Sumerlin Houston, TX 77075 Kenneth W. Moore 6807 Jadwin Ct I Missouri, TX 77489

Case No. 09-34031 - [Debtor]

Kevin Scholtes 2601 Woodland Park Dr. #6210 Houston, TX 77077

Laren Tun 12605 Fielding Ln Houston, TX 77049-2707

Key Electric 12333- A Sowden Road Houston, TX 77080 Laurtizen Tankers A/S 28, Sant Annae Plads P.O. Box 2147 1291 Copenhagen K DENMARK

Kimberly Walsh Assistant Attorney General Bankruptcy & Collections Division P.O. Box 12548 Austin, TX 78711-2548

Laurtizen Tankers, A.S. One Shell Plaza 910 Louisiana Houston, TX 77002-4995

Knight Transport P.O. Box 52650 Bellevue, WA 98015 Leotis Taylor Jr 16310 Setter Ct Missouri City, TX 77489

KonesCranes, Inc. 5125 Hiltonview Road Houston, TX 77086

LeSourd & Patten, P.S. 2401 One Union Square Seattle, WA 98101

Kyle Dinsmor 1114 Melford Ave. Pearland, TX 77584 Levi B. Romero II 2915 Perdido Bay Ln Pearland, TX 77584

Landmark Recovery Services 777 108th Ave., Suite 1670 Bellevue, WA 98004

Levi Romero 12221 Almeda Rd. Houston, TX 77045

Lanmark Recovery Services 777 108th Ave Suite 1670 Bellevue, WA 98004

LFC 17314 SH 248, Suite 230 Houston, TX 77064

1626003_1 GCRANE-0002 15

Case No. 09-34031 - [Debtor]

Link Global Logistics Int'l Inc. 37466 Stonewood Dr. Fremont, CA 94536

Marco Specialty Steel, Inc. P.O. Box 263074 Houston, TX77207

Link-Access, Inc. 32 Cushing Avenue Nashua, NH 03064 Marcy E. Kurtz Bracewell & Giuliani LLP 711 Louisiana Street Suite 2300 Houston, TX 77002-2770

Lone Star Lift 10795 Hammerly Blvd. Houston, TX 77034 Margaret M. McClure 909 Fannin, Suite 3810 Houston, TX 77010

Luis L. Silva 10145 Lane St Apt # 5 Houston, TX 77029

Marino Barbaro 14111 Del Para St, A34 Houston, TX 77047

Luis Lopez 5711 Purple Sage Rd Houston, TX 77049 Mario Charo 5519 Hillman St. Houston, TX 7023

Luoyang Uturan Machinery 5720 W. Maple Road West Bloomfield, MI 48322

Mario Perez 4126 Erby St. Houston, TX 77087

Manchester Sling Company P.O. Box 12972 Houston, TX 77217 Mark Cadelinia 15226 Beechnut St Houston, TX 77083

Manuel Campos 16115 Dezavala Channelview, TX 77530 Markload Systems, Inc 1118 North Main Pearland, TX 77581

Case No. 09-34031 - [Debtor]

Marmon/Keystone Corporation 6441 Bingle Rd. Houston, TX 77092 Misael S. Cortez 5639 Drakestone Blvd Houston, TX 77053

Martin M. Chavez 709 E. Lobit Baytown, TX 77520 Mitsubishi Caterpiller Forklift American Inc. c/o Boyar & Miller Attention Lee A. Collins 4265 San Felipe, Suite 1200 Houston, TX 77027

Mazak Corporation 8025 Production Dr. Florence, KY 41042 MLC CAD Systems 6001 W. William Cannon Austin, TX 778749

Mega Electronics, Inc. 4-B Jules Lane New Brunswick, NJ 08901 Monster, Inc. P.O. Box 90364 Chicago, IL 60696

Michael N. Mire Adams and Reese, LLP 4400 One Houston Center 1221 McKinney Street Houston, TX 77010

Motion Industries Inc. 1200 Silber Rd. Houston, TX 77055

Micheal A. Vitacolonna 13808 Castle Bluff Ln Rosharon, TX 77583 Motors & Controls Corp. 8030 South 222nd Street Kent, WA 98032

Michelle Cadelina 8526 Riptide Dr Houston, TX 77072

MSC Industrial Supply 551 N. Shepard Dr., Suite 200 Houston, TX 77007

Mighty USA Inc. 19706 S. Normandie Ave. Torrance, CA 90502 MSC Industrial Supply 5311 Clinton Drive Houston, TX 77020

1626003_1 GCRANE-0002 17

Case No. 09-34031 - [Debtor]

MTEC Mechanical Testing 8676 Taub Road Houston, Tx 77064 Nor Offshore Morten Jelert 29 International Business Park #05-06 Acer Building Tower B Singapore, 60992

Mustafa Bal PO Box 3798 Hailey, ID 83333-3798 Nor Offshore 29 Intl Business Pk, #05-06 Acer Bldg Singapore 60992

National Bronze & Metals 2929 West 12th Street Houston, TX 77008 Norberto Estrada 1402 Zapp Lane Pasadena, TX 77502

National Rent A Fence 16207 al dine Westfield Rd. Houston, TX 77032

Northern Investor Co. 12 Forbury Road Reading, RG1 1SB

National Tub Supply 925 Central Avenue University, IL 60466 Northern Investors Co. 2200 6th Ave., Suite 513 Seattle, WA 98121

NC Power Systems Co. P.O. Box 58201 Tukwila, WA 98138 Northern Tool & Equipment 11010 Dorance Lane Meadows Place, TX 77477

Nigel R. Fisher 3850 FM 518 E, Apt 2603 League City, TX 77573 Northwest Fasteners, Inc. 15127 Washington Ave., SW Lakewood, WA 98498

Nor Offshore 29 International Business Park #05-06 Acer Building Tower B Singapore, 60992

Norton Sandblasting 1006 Executive Blvd. Chesapeake, VA 23320

1626003_1 GCRANE-0002 18

Case No. 09-34031 - [Debtor]

Occupational Health Centers P.O. Box 9005 Addision, TX 75001 Orlando Rodriguez 5214 Ridgevan Houston, TX 77053

Oceaneering International, Inc. c/o Gardere Wynne Sewell LLP 1000 Louisiana
Suite 3400
Houston, TX 77002-5011

Ozarka P.O. Box856680 Louisville, KY 40285

Oceanografia S.A. de C.V. c/o Jill Willhoft, Esq. 650 Poydas Street, Ste. 2710 New Orleans, LA 70130

P.M. Testing Laboratory, Inc. 3921 Pacific Highway East Tacoma, WA 98424

Offshore Technology Conference P.O. Box 833868 Richardson, TX 75083 Pac Fas 1509 Alabama Houston, TX 77587

Ohio Casualty Insurance Co. c/o RMS Bankruptcy Recovery Services PO Box 5126 Timonium, Maryland 21094 Palawan Engineering c/o its registered agent Cielito Almeda 2709 Green Mountain Drive Pearland, TX 77584

Oldcastle Precast 13600 S. Wayside Houston, TX 77048 Patrick and Maria Almeda 2712 Green Mountain Dr Pearland, TX 77584

Olympic Telephone 2803 29th Avenue SW Turnwater, WA Paul Bettencourt P.O. Box 4622 Houston, TX 77210

Orkin, Inc. 3901 Braxton Drive Houston, TX 77063 Peter N. Corier 3326 Wilderness Dr SE Olympia, WA 98501

Section 8.11 Service List For Sale Motion And Bid Procedures Motion Case No. 09-34031 - [Debtor]

Phuong Vu 22807 Spellbrook Bend Ln Richmond, TX 77407 Praxair Distribution 4840 Railroad Street Deer Park, TX 77536

Pierce County Security PO Box 958 Tacoma, WA 98401 Praxair, Inc. 39 Old Ridgebury Road. Danbury, CT 06810 Attn: Legal Department

Pierce County Security P.O. Box 958 Tacoma, WA 98401 Precision Flamecutting & Steel 7104 Old Katy Road Houston, TX 77024

Pioneer Fire & Security, Inc. P.O. Box 597 E. Olympia, WA 98540 Pressure Control Machining 11540 North Houston Rosslyn Houston, TX 77088

Plumber Surplus P.O. Box 4786 Riverside, CA 95214 Prexair Distribution, Inc. c/o Doyen Sebesta, Ltd., LLP 1010 Lamar St., Suite 950 Houston, TX 77002

Ponce's Waste Services 6710 Breen Houston, TX 77086

Primary Steel 1699 w. Grand Avenue Oakland, CA 94607

Power Supply Components 3468 Yale Street Houston, TX 77018 Process Control Consultants 10211 Mullen Road Olympia, WA 98513

Powers Brown Architecture 1314 Texas Ave., 2nd Floor Houston, TX Product Handling Design 2322 Parker Rd. #410 Carrollton, TX 75010

Case No. 09-34031 - [Debtor]

Professional Credit Service PO Box 7548 Eugene, OR 97401-0039 Ranco Industries 3421 Rusk Street Houston, TX 77003

Professional Services Industries P.O. Box 71168

Chicago, IL 60694

Receivable Management Services P.O. Box 730900 Dallas, Tx 75373

Progressive Business Publications

P.O. Box 3019 Malvern, PA 19355 Refridgerated Food Express Inc. 55 Murphy Drive Avon, MA 02322

Puget Sound Energy P.O. box 91269 Bellevue, WA 98009 Rex Supply 3715 Harrisburg Blvd. Houston, TX 77003

QC Laboratories, Inc. 10810 Northwest Freeway Houston, TX 77092 Ricardo Rivera 5117 Liberty Rd Houston, TX 77028

Quality Concepts 7825 Hillmont Houston, TX 77040 Roadway 9415 Wallisville Road, Bldg A Houston, TX 77013

Rafael Perez 8100 Stone St. Apt 509 Houston, TX 77061 Roberto Serrano 8603 Bronson St. Houston, TX 77034

Rainbow Printing 3711 Boettler Oaks Drive Uniontown, OH 44685

Robertson Metal Fabricating LLC 7922 Hansen Road Houston, TX 77061

1626003_1 GCRANE-0002 21

Case No. 09-34031 - [Debtor]

Roof Doctor, Inc. P.O. Box 2257 Olympia, WA 98507 Sector Technology Inc. 4865 Wyndhurst Road Lexington, KY 40515

Rowan Companies, Inc. Ted Gobillot 2800 Post Oak Blvd., Suite 5450 Houston, TX 77056 Securities & Exchange Commission Bankruptcy Section 500 West Madison, Ste. 1400 Chicago, IL 60661

Rown Drilling 2800 Post Oak Blvd, Ste. 5450 Houston, TX 77056 Sergio Martinez 6002 Rampart St Apt 914 Houston, TX 77081

Rutland Tool & Supply 6605 Roxburgh Houston, TX 77041

Service Steel Warehouse LLP 8415 Clinton Drive Houston, TX 77029

Samuel Perez 13818 Waterville Way Houston, TX 77015 Sew Eurodrive, Inc 3950 Platinum Way Dallas, TX 75237

Saul Ceniceros 1306 Airline South Rosharon, TX 77583 Shawn M. Bunce Jay A. Goldstein Law Office, PLLC 1800 Cooper Pt. Rd. SW, Bldg 8 Olympia, WA 98502

Savanah Logistics, LLC P.O. Box 81183 Seattle, WA 98108

Sheldon J. Roberts 2710 Green Mountain Dr Pearland, TX 77584

Seal Source, Inc. 15943 NE Cameron Blvd. Portland, OR 97230 Michael Delouche President of Siem Industries, Inc. 801 Travis Street, Suite 2100 Houston, TX 77002

1626003_1 GCRANE-0002 22

Case No. 09-34031 - [Debtor]

Siem Offshore P.O. Box 425 N-4664 Kristiansand S. Norway Spencer Fluid Power P.O. Box 34935, Dept. 51 Seattle, WA 98124

Siem Offshore Terje Sorensen N-6141 Rovde Norway

Sprint P.O. Box 54977 Los Angeles, Ca 90054

Siem Offshore Inc. N-6141 Rovde Norway Sprint Nextel Correspondence Attn Bankruptcy Dept PO Box 7949 Overland Park, KS 66207-0949

Sigfredo M. Garcia 5325 S. Wayside Dr. Houston, TX 77087 Stabbert Maritime Services 2629 NW 54th St. #W201 Seattle, WA 98107

Sigma Coatings P.O. Box 840079 Dallas, TX 75284 Star Tex Power 3200 SW Frwy, #1000 Houston, TX 77027

Southern Ford 17717 South Freeway Manvel, TX 77578 StarTex Power P.O. Box 4802 Houston, TX 77210

Sparkletts and Sierra Springs P.O. Box 660579 Dallas, TX 75266 Steel Supply Co. 5105 Newport Dr. Rolling Meadows, IL 60008

Specialty Steel Supply 16623 Aldine Westfield Road Houston, TX 77032 Stemen Environmental Inc PO Box 3644 Lacey, WA 98509-3644

1626003_I GCRANE-0002 23

Case No. 09-34031 - [Debtor]

Stephen Statham 515 Rusk Suite 3516 Houston, TX 77002

Sunbelt Steel 10537 Fsher Road Houston, TX 77041

Stewart & Stevenson LLC 601 W. 38th St Houston, TX 77018 SunSource 11928 W. Silver Spring Dr. Milwaukee, WI 53225

Stokes Sales Company 17627 4th Place West Bothell, WA 98012 SunSource 1833 Johanna Street Houston, TX 77055

Stud Welding Associates, Inc. 9324 Baythorne Houston, TX 77041

Superior Bolt & Nut Mfg. 1415 east Elwood Street Phoenix, AZ 85040

Sub Sea Tie Back PO Box 973059 Dallas, TX 75397-3059 TEA Transportation 12102 Almeda Rd. Houston, TX 77045

Sullair of Houston 8640 Panair Houston, TX 77061 Teri H. Kelley 6750 West Loop South, Suite 920 Bellaire, TX 77401

Sun Coast Resources 6922 Cavalcade Houston, TX 77028 Terry L. Turner 14403 Waterloo Dr. Houston, TX 77045-6619

Sunbelt Reporting & Litigation 6575 West Loop South, Ste. 580 Bellaire, TX 77401

Texas Comptroller of Public Accounts Post Office Box 13528 Capitol Station Austin, Texas 78711-3528

1626003_1 GCRANE-0002 24

Case No. 09-34031 - [Debtor]

Texas ReExcavation, LC 3025 Maxroy Houston, TX 77008 Time Equipment Company 2281 116th Avenue N.E. Bellevue, WA 98004

Texas Workforce Commission 9315 Stella Link Rd. Houston, TX 77025 Timothy Fitzgerald 202 Lakeland Cir. Rosharon, TX 77583

Texas Workforce Commission Regulatory Integrity Division-SAU 101 E 15th St Rm. 556 Austin, TX 78778-0001

Titan Tech Int'l 9001 Jameel Road Houston, TX 77040

The Commercial Agency c/o Spencer Fluid Power Inc PO Box 23909 Portland, OR 97281

T-Mobile P.O. Box 660252 Dallas, TX 75266

The Inlet Connection 513 State Avenue NE Olympia, WA 98501

TNT PO Box 710746 Columbus, OH 43271-0746

The Nut Place 6606 N.Gessner Houston, TX 77040 TNT USA P.O. Box 710746 Columbus, OH 43271

Thurston County Assesor's Office Building 1, Room 127 2000 Lakeridge Drive, S.W. Olympia, WA 98502

Tony Pham 10811 Regal Manor Ln. Houston, TX 77061

Time Clock Plus 3322 West Loop 306 San Angelo, TX 76904 Travis W. Bergh 515 White Wing Ct Dickinson, TX 77539

Case No. 09-34031 - [Debtor]

Triangle Industrial Corporation

2560 N. Coyote Dr. Tucson, AZ 85745

T-Tex

8302 Almeda Genoa Houston, TX 77075

Trico Marine Services

Ray Hoover

10001 Woodloch Forest Dr., Suite 610

Houston, TX 77027

T-Tex Equipment LP 8302 Almeda Genoa Houston, TX77075

Trico Marine Services, Inc. 10001 Woodloch Forest Drive

The Woodlands, TX 77380

Tubular Steel 27700 Hwy. Blvd. Katy, TX 77494

Trico Marine Services, Inc. 125 James Drive West, Suite 140

St. Rose, LA 70087

TXU Energy P.O. Box 660161 Dallas, TX 75266

Trico Marine Services, Inc. R. Patrick Vance/L. Etienne Balart Jones Walker Waechter Poitevent Carriére & Denégre, L.L.P. 201 St. Charles Avenue New Orleans, Louisiana 70170-5011

TXU Energy retail Company LLC c/o Bankruptcy Department PO Box 650393 Dallas, TX 75265-0393

Triple S Steel PO Box2119 Houston, TX 77226 Union Pacific Railroad Company 1400 Douglas Street Omaha, NE 68179

Triple S Steel 6000 Jensen Drive Houston, TX 77026 United Equipment Accessories 2103 E. Bremer Ave. P.O. Box 817 Waverly, IA 50677

TRS Recovery Services Inc. P.O. Box 17170 Denver, CO 80217

United Parcel Service (Freight) c/o RMS Bankruptcy Recovery Services PO Box 5126 Timonium, Maryland 21094

Case No. 09-34031 - [Debtor]

United Welding Supply 1301 Lathrop Houston, TX77220 Wescan Systems Limited 777 Walker's Line Burlington L7N 2G1 Ontario, CANADA

Universal Steel 1230 East Richey Houston, TX 77073

West Marine 7280 Wynnwood Ln Houston, TX 77008

UPS Brokerage/UPS Freight UPS Supply Chain Solutions GCC UPS Supply Chain Solutions, Inc. UPS/UPS SCS Dallas P.O. Box 730900 Dallas, TX 75373

Wholesale Electric Supply Company 4040 Gulf Frwy Houston, TX77004

Victor Herrera 3015 Mosby Dr Sugar Land, TX 77479 Womack Machine Supply P.O. Box 202385 Dallas, TX 75320

Victor M. Jasso 4335 Trafalgar Houston, TX 77045 Worldwide Pipe & Supply 3500 S. Richey, Suite 220 Houston, TX 77017

Vy T. Nguyen 1201 Dulles Ave #6207 Stafford, TX 77477

Yellow Freight 830-A Airport Ct. Olympia, WA 98501

Warren L. Myrfield 10211 Mullen Road Olympia, WA 98513 Zabel Freeman 420 Heights Blvd Houston, TX 77007

Wes Bolt C &E Inc. 717 Bradfield Road Houston, TX 77060 Zabel Freeman Thomas Alan Zabel 420 Heights Blvd. Houston, Texas 77007

Case No. 09-34031 - [Debtor]

Zeigler's Welding & Hitch Shop Inc. 322 N. Capital Way Olympia, WA 98501

ZSI, Inc. P.O. Box 74012 Cleveland, OH 44194

State of Washington Department of Revenue P.O. Box 47476 Olympia, WA 98504-7476

St. Louis Terminal Field Warehouse Company 826 Clark Avenue St. Louis, MO. 63102

St. Louis Terminal Field Warehouse Company P.O. Box 242 St. Louis, MO 63166

David Moises Mirazo Brown McCarroll LLP 221 N Kansas Street, Ste 2000 El Paso, TX 79901

Clay Pritchett Holt Lunsford Commercial 17 S. Briar Hollow Lane, Ste. 400 Houston, TX 77027 Chris Johnson Selman Munson & Lerner, PC 820 Gessner, Suite 800 Houston, TX 77024

Brazoria County, et al. Michael J. Darlow Perdue, Brandon, Fielder, Collins & Mott, L.L.P. 1235 North Loop West, Suite 600 Houston, TX 77008

Counsel for Karl Winter Harold N. May/Curtis McCreight May, McCreight & Associates, PLLC 7026 Old Katy Rd., Suite 252 Houston, TX 77024